

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

BH S&B Holdings LLC, *et al.*,

Case No. 08-14604 (MG)

Debtors.  
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Jointly Administered

**ORDER GRANTING SECOND INTERIM APPLICATION OF ARENT FOX LLP  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Second Interim Application (“Application”) of Arent Fox LLP (“Arent Fox”), as Counsel to the Official Committee of Unsecured Creditors (“Committee”) for Allowance of Compensation and Reimbursement of Expenses for the Period from May 1, 2009 through July 31, 2009 (the “Application Period”); and a hearing having been held before this court to consider the Application on November 23, 2009 (the “Hearing”); and notice having been given pursuant to Federal Rule of Bankruptcy Procedure 2002(c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor, it is hereby;

**ORDERED** that the Application is hereby granted as set forth herein; and it is further

**ORDERED** that the Debtors are authorized and directed to pay to Arent Fox \$213,727.40<sup>1</sup> in compensation for actual and necessary services rendered by Arent Fox as counsel to the Committee during the Application Period; and it is further

**ORDERED** that the Debtors are authorized and directed to pay Arent Fox \$6,541.41<sup>2</sup> in reimbursement of actual and necessary expenses incurred by Arent Fox during the Application Period; and it is further

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<sup>1</sup> This amount has been adjusted to reflect a reduction of \$2,500.00 in fees, as well as a 10% holdback pursuant to discussions with the United States Trustee, with the balance of the 10% holdback to be considered upon application and hearing on a final basis. The attached Schedule A(1) contains a detailed breakdown of the amounts requested.

**ORDERED** that the Debtors shall immediately pay Arent Fox the “hold back”<sup>3</sup> amount of \$21,758.60 related to the approved fees and expenses covered in the Application not previously paid in accordance with the Interim Compensation Order (as defined in the Application); and it is further

**ORDERED** that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry; and it is further

**ORDERED** that Arent Fox is authorized and empowered to take any necessary actions to implement and effectuate the terms of this Order; and it is further

**ORDERED** that this Court shall retain jurisdiction over all matters arising from or related to the interpretation of this Order.

Dated: December 17, 2009  
New York, New York

/s/ Martin Glenn  
United States Bankruptcy Judge

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<sup>2</sup> This amount has been adjusted to reflect a reduction of \$1000 in expenses.

<sup>3</sup> The attached Schedule A(2) contains a detailed breakdown of the holdback amount.

CASE NUMBER: 08-14604 (MG)  
CASE NAME: BH S&B Holdings LLC, *et al.*

**CURRENT FEE PERIOD: MAY 1, 2009 to JULY 31, 2009**

Applicant	Date/ Document Number of Application	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
Arent Fox LLP  Counsel to the Official Committee of Unsecured Creditors	10/14/09  Doc. No. 559	\$131,034.50  (Excluding Matter 17)	\$128,534.50  (Excluding Matter 17)	\$1,998.65  (Excluding Matter 17)	\$1,998.65  (Excluding Matter 17)
		\$109,051.50  (Attributable to Matter 17)	\$109,051.50  (Attributable to Matter 17)	\$5,542.76  (Attributable to Matter 17)	\$5,542.76  (Attributable to Matter 17)
Subtotal		\$240,086.00		\$7,541.41	
Less voluntary reductions		-\$2,500.00		-\$1,000.00	
Less 10% holdback		-\$23,758.60			
Total		\$213,827.40 <sup>4</sup>	\$213,827.40	\$6,541.41 <sup>5</sup>	\$6,541.41

SCHEDULE A(1)

DATED: December 17, 2009

INITIALS: MG USBJ

<sup>4</sup> This amount has been adjusted to reflect a reduction of \$2,500.00 in fees (agreed to prior to and at the Hearing), as well as a 10% holdback pursuant to discussions with the United States Trustee, with the balance of the 10% holdback to be considered upon application and hearing on a final basis.

<sup>5</sup> This amount has been adjusted to reflect a reduction of \$1000.00 in expenses (agreed to at the Hearing).

CASE NUMBER: 08-14604 (MG)

CASE NAME:

BH S&B Holdings LLC, *et al.***SUMMARY OF FEES**

	05/01/09 - 05/31/09	06/01/09 - 06/30/09	07/01/09 - 07/31/09	TOTALS
TOTAL AMOUNT OF COMPENSATION EXCLUDING MATTER 17	\$29,415.50	\$35,146.50	\$66,472.50	\$131,034.50
LESS 20% HOLDBACK	\$5,883.10	\$7,029.30	\$13,294.50	\$26,206.90
80% ALLOWED	\$23,532.40	\$28,117.20	\$53,178.00	\$104,827.60
100% EXPENSES	\$703.29	\$350.84	\$944.52	\$1,998.65
COMPENSATION ATTRIBUTABLE TO MATTER 17	\$32,537.50	\$36,343.50	\$40,170.50	\$109,051.50
LESS 20% HOLDBACK	\$6,507.50	\$7,268.70	\$8,034.10	\$21,810.30
80% ALLOWED	\$26,030.00	\$29,074.80	\$32,136.40	\$87,241.20
100% EXPENSES ATTRIBUTABLE TO MATTER 17	\$4,796.12	\$559.84	\$186.80	\$5,542.76
TOTAL EXPENSES ALLOWED (Matter 17 and Excluding Matter 17) <sup>6</sup>				\$6541.41
20% Holdback (excluding matter 17):			\$26,206.90	
20% Holdback (attributable to matter 17):			\$21,810.30	
			\$48,017.20	
Less voluntary reduction in fees			-\$2,500.00	
Less 10% holdback			-\$23,758.60	
<b>Total Holdback Fees to be paid to Arent Fox</b>			<b>\$21,758.60</b>	

SCHEDULE A(2)

DATED: December 17, 2009

INITIALS: MG USBJ

<sup>6</sup> This reflects a \$1000 reduction in expenses to which Arent Fox agreed at the Hearing.